

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11069 (CTG)
)
) (Jointly Administered)
)

**DECLARATION OF MATTHEW A. DOHENY IN SUPPORT OF
DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a),
AND 330 OF THE BANKRUPTCY CODE FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF KASOWITZ BENSON TORRES LLP, AS SPECIAL LITIGATION
COUNSEL TO THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Matthew A. Doheny, Chief Restructuring Officer of Yellow Corporation being duly sworn, state the following under penalty of perjury:

1. I am the Chief Restructuring Officer of Yellow Corporation located at 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.
2. I submit this declaration (this "Declaration") in support of the *Debtors' Application Pursuant to Sections 327(e), 328(a), and 330 of the Bankruptcy Code for Entry of an Order Authorizing the Retention and Employment of Kasowitz Benson Torres LLP as Special Litigation Counsel to the Debtors Effective as of the Petition Date* (the "Application").² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

The Debtors' Selection of Kasowitz as Special Litigation Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel, including special litigation counsel, to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. The Debtors have worked with Kasowitz since 2020 to advise on a variety of litigation and employment matters. Certain of these matters, including the IBT Action, remain pending and comprise an important component of the Debtors' chapter 11 cases. Accordingly, the Debtors determined that Kasowitz possessed the expertise in relevant legal issues that the Debtors required in serving as special litigation counsel.

5. I believe that Kasowitz is both well qualified and uniquely able to represent the Debtors as special litigation counsel in these chapter 11 cases in an efficient and timely manner.

Rate Structure

6. In my capacity as Chief Restructuring Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kasowitz has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kasowitz charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kasowitz, and can confirm that the rates Kasowitz charged the Debtors in the prepetition period are the same as the rates Kasowitz will charge the Debtors in the postpetition period, including the 15% discount that Kasowitz had extended to the Debtors.

Cost Supervision

7. The Debtors have approved a monthly budget and staffing plan through November 2023. The Debtors recognize the possibility that there may be a number of unforeseen fees and expenses outside of the budget that will need to be addressed by the Debtors and Kasowitz. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kasowitz regularly submits, and, together with Kasowitz, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 21, 2023

Respectfully Submitted,

/s/ Matthew A. Doheny
Matthew A. Doheny
Chief Restructuring Officer